

CHOATE

CHOATE HALL & STEWART LLP

RECEIVED
CENTRAL FAX CENTER**DEC 16 2005****Fax**

Recipient	Company	Fax	Phone
Commissioner for Patents		571-273-8300	

From	Valarie B. Rosen, Ph.D.	Number of Pages	16
Date	December 16, 2005	Client Number	0492611-0580/MIT-7442
Phone		Operator IG	Time Sent

Comments**Return by** Inter-office MailX Hold for pick-up

This Message is transmitted to you by the law firm of Choate, Hall & Stewart LLP. The substance of this message, along with any attachments, may be confidential and legally privileged. If you are not the designated recipient of this message, please destroy it and notify the sender of the error by return e-mail or by calling 1-800-520-2427.

Under regulations of the Treasury Department, we are required to include the following statement in this message: Any advice contained herein (or in any attachment hereto) regarding federal tax matters was not intended or written by the sender to be used, and it cannot be used by any taxpayer, for the purpose of avoiding penalties that may be imposed on the taxpayer.

For more information about Choate, Hall & Stewart LLP, please visit us at www.choate.com

Two International Place | Boston MA 02110 | t 617-248-5000 | f 617-248-4000 | choate.com

BEST AVAILABLE COPY

Attorney Docket No.: 0492611-0580/MIT-7442

IN THE UNITED STATES PATENT AND TRADEMARK OFFICE

Applicant: Langer, et al.

Examiner: Webman

Serial No.: 09/724,382

Art Unit: 1617

Filing Date: November 28, 2000

Title: SEMI-INTERPENETRATING OR INTERPENETRATING POLYMER
NETWORK FOR DRUG DELIVERY AND TISSUE ENGINEERINGCommissioner for Patents
P. O. Box 1450
Alexandria, VA 22313-1450
Sir:**RECEIVED**
CENTRAL FAX CENTER**DEC 16 2005****TRANSMITTAL**

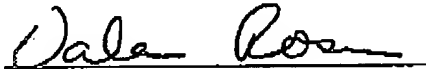
Enclosed herewith please find:

- 1) Revocation and Power of Attorney (3 pages);
- 2) Statement Establishing Right of Assignee to Take Action (37 C.F.R. § 3.73(b)) (4 pages);
- 3) Copy of Assignment of Patent (2 pages);
- 4) Copy of Amended and Restated Articles of Incorporation (5 pages); and
- 4) Return postcard.

Please charge any fees associated with this filing, or apply any credits, to our Deposit Account

No. 03-1721.

Respectfully submitted,

Valarie B. Rosen, Ph.D.
Registration Number 45,698Patent Group
Choate, Hall & Stewart LLP
Two International Place
Boston, MA 02110
(617) 248-5000
Dated: December 16, 2005

4023976v1

CERTIFICATE OF FACSIMILE TRANSMISSION
PURSUANT TO 1095 OG 30-31
I hereby certify that this paper is being facsimile
transmitted to the Commissioner For Patents,
P.O. Box 1450, Alexandria, VA 22313
on Dec 16, 2005
Valarie B. Rosen

DNC 19921096969

AMENDED AND RESTATED
ARTICLES OF INCORPORATION

OF

UNIVERSITY TECHNOLOGY CORPORATION

(A Colorado Nonprofit Corporation)

AMENDED 477 C
\$ 110.00
SECRETARY OF STATE
04-30-2002 15:08:21CHANGE OF
R.O.R.A.

CHANGE OF NAME

The Board of Directors of University Technology Corporation, a Colorado nonprofit corporation (the "Corporation"), hereby adopts and establishes these Amended and Restated Articles of Incorporation, which shall, pursuant to the Colorado Revised Nonprofit Corporation Act, supersede the original Articles of Incorporation and all prior amendments, effective as of the filing of these Articles by the Colorado Secretary of State. The Corporation has no members and thus member action was not required.

The text of the Amended and Restated Articles of Incorporation is as follows:

ARTICLE I
Corporate Name

The name of the Corporation as amended is University License Equity Holdings, Inc.

ARTICLE II
Period of Duration

The duration of the Corporation shall be perpetual.

ARTICLE III
Principal Office, Registered Office and Registered Agent

The principal office for the business of the Corporation shall be located at 4001 Discovery Drive, Suite 390, Campus Box 591, Boulder, Colorado 80309. The address of the registered office of the Corporation is 4001 Discovery Drive, Suite 390, Campus Box 591, Boulder, Colorado 80309, and the name of the registered agent at such address is Jerry Donahue.

ARTICLE IV
Mission, Objects and Purposes

The Corporation is organized and shall be operated exclusively for charitable, scientific and educational purposes within the meaning of and pursuant to Section 501(c)(3) of the Internal Revenue Code of 1986 (as amended) (hereinafter the "Code") or under the corresponding provision of any future United States Internal Revenue law. In furtherance of such purposes, it may promote, establish, conduct, and maintain activities on its own behalf or it may contribute to or otherwise assist other organizations, entities, or individuals carrying on such activities, subject

(Version CWS)

BEST AVAILABLE COPY

to such limitations as are prescribed by law. The business activities of the Corporation shall be primarily in furtherance or in support of the mission of the Corporation as specified in Colorado Revised Statutes § 23-5-121.

ARTICLE V **Restrictions on Powers**

Notwithstanding any other provision of these Articles, the powers of the Corporation are restricted as follows:

a) The Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on (i) by an organization exempt from federal income taxation under Section 501(c)(3) of the Code or (ii) by an organization the contributions to which are deductible under Sections 170, 642, 2055, or 2522 of the Code.

b) No solicitation of contributions to the Corporation shall be made, and no gift, bequest, or devise to the Corporation shall be accepted, upon any condition or limitation that in the opinion of the Corporation may cause the Corporation to lose its federal income tax exemption.

ARTICLE VI **Membership**

The Corporation shall have no members with voting or other rights or powers under the Colorado Revised Nonprofit Corporation Act.

ARTICLE VII **Board of Directors**

The corporate powers and management of the Corporation shall be vested in and exercised by a Board of Directors. The Board of Directors shall be composed of at least five (5) members, appointed in the manner set forth in the Bylaws.

ARTICLE VIII **Officers**

The Corporation shall have such officers as may from time to time be prescribed by the Bylaws. Their terms of office and the manner of their designation or selection shall be determined according to the Bylaws then in effect.

ARTICLE IX **Private Inurement**

No part of the income, principal or net earnings of the Corporation shall inure to the benefit of, or be distributed to, any director, or officer of the Corporation or any other private individual (except that reimbursement for expenditures and the payment of reasonable

(WITNESSES)

compensation for services rendered may be made pursuant to authorization from the Board of Directors).

ARTICLE X **Political Activities**

No substantial part of the Corporation's activities shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the Corporation shall not participate or intervene in (including the publication or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

ARTICLE XI **Private Foundation Status**

Notwithstanding any other provision of these Articles, if at any time or times the Corporation is a "private foundation" within the meaning of Section 509(a) of the Code, then during such time or times:

(a) The Corporation shall distribute such amounts for each taxable year at such time and in such manner as not to subject the Corporation to tax under Section 4942 of the Code;

(b) The Corporation shall not engage in any act of self-dealing, as defined in Section 4941(d) of the Code;

(c) The Corporation shall not retain any excess business holdings, as defined in Section 4943(c) of the Code;

(d) The Corporation shall not make any investments that would subject the Corporation to taxation under Section 4944 of the Code; and

(e) The Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Code.

The private property of the officers and directors of the Corporation shall not be subject to payment of corporate debts to any extent whatever.

ARTICLE XII **Nondiscriminatory Policy**

The Corporation shall make its services, facilities, and programs available to all persons regardless of race, color, creed, national origin, sex, sexual orientation or handicap, and the Corporation shall not in any way discriminate against any person on the basis of race, color, creed, national origin, sex, sexual orientation or handicap.

[W0712005 573]

ARTICLE XIII

Dissolution

Upon any liquidation, dissolution, or winding up of the Corporation, the Board of Directors shall, after paying or adequately providing for the payment of all the obligations and liabilities of the Corporation, dispose of all the assets owned by the Corporation by transferring such assets, in kind to the Regents of the University of Colorado, a body corporate, or its successor, if said University or its successor shall then qualify under Section 501(c)(3) of the Code, and if said University or its successor shall not so qualify, then to other organization(s) which then qualify under Section 501(c)(3) of the Code in the field of health care, as the Board of Directors shall determine. Any of such assets not so disposed of shall be disposed of by the District Court of the county in which the principal office of the Corporation is then located, exclusively for such exempt purposes or to such organization or organizations which are organized and operated exclusively for such exempt purposes, as such Court shall determine.

ARTICLE XIV

Liability of Directors

No director shall be personally liable to the Corporation for monetary damages for any breach of fiduciary duty as a director, except that no director's liability to the Corporation for monetary damages shall be eliminated or limited on account of any of the following: (i) any breach of the director's duty of loyalty to the Corporation; (ii) any acts or omissions of the director not in good faith or that involve intentional misconduct or a knowing violation of law; (iii) the director's assent to or participation in the making of a loan by the Corporation to any director or officer of the Corporation; (iv) the director's assent to a distribution made in violation of C.R.S. Section 7-133-101 (as it may be amended from time to time) or these Articles and (v) any transaction in which the director directly or indirectly received improper personal benefit. Nothing herein will be construed to deprive any director of the right to all defense ordinarily available to a director nor will anything herein be construed to deprive any director of any right for contribution from any other director or other person.

Any repeal or modification of this Article shall be prospective only and shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification.

ARTICLE XV

Indemnification

The Corporation may indemnify its directors, officers, employees and agents as permitted by law and the Bylaws of the Corporation.

ARTICLE XVI

Amendments to Articles of Incorporation

Any amendments to these Articles may be proposed by any member of the Board of Directors, except that no amendment shall be made which would change the nature of the

activities to be carried on which would not be permitted by an organization exempt from federal income taxation under Section 501(c)(3) of the Code. The amendment shall be approved by an affirmative vote of two-thirds of the Directors then in office.

IN WITNESS WHEREOF, the undersigned has signed these Amended and Restated Articles of Incorporation this ____ day of April, 2002, to be effective May 1, 2002.



Jerry Donahue, President

The undersigned consents to appointment as the Registered Agent for the Corporation.



Jerry Donahue
Registered Agent